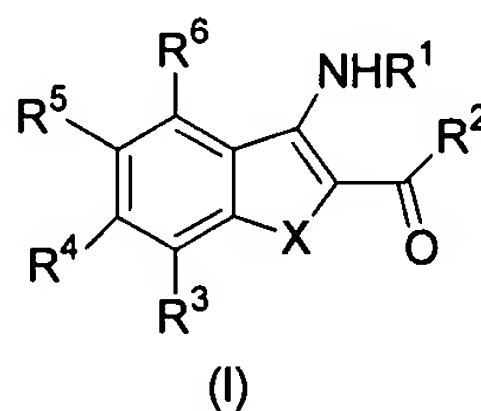


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Original) A compound of Formula I



wherein

X is selected from O and S;

R¹ is selected from H, (C₁-C₆)alkyl, C(O)(C₁-C₆)alkyl, and benzoyl;

R² is selected from

phenyl and naphthyl, each optionally substituted with 1, 2, or 3 substituents each independently selected from

OH, CN, NO₂, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo, halo(C₁-C₆)alkyl, halo(C₁-C₆)alkoxy, C(O)R^A, C(O)NR^BR^B, NR^BR^B, NH[(C₁-C₆)alkyl]₀₋₁S(O)₂R^B, NH[(C₁-C₆)alkyl]₀₋₁C(O)R^A, and NH[(C₁-C₆)alkyl]₀₋₁C(O)OR^B,

a heterocycle selected from a six membered heterocycle, a five membered heterocycle and a fused bicyclic heterocycle, each heterocycle being optionally substituted with 1, 2 or 3 substituents each independently selected from

OH, CN, NO₂, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo, halo(C₁-C₆)alkyl, halo(C₁-C₆)alkoxy, C(O)R^A, C(O)NR^BR^B, NR^BR^B, NH[(C₁-C₆)alkyl]₀₋₁S(O)₂R^B, NH[(C₁-C₆)alkyl]₀₋₁C(O)R^A, and NH[(C₁-C₆)alkyl]₀₋₁C(O)OR^B,

R^A is in each instance independently H, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, NR^BR^B, or

(C₁-C₆)alkyl, said alkyl being optionally substituted with OH, C(O)R^B, halo, (C₁-C₃)alkoxy, and NR^BR^B;
R^B is in each instance independently H, (C₃-C₆)cycloalkyl, and (C₁-C₆)alkyl, said alkyl being optionally substituted with OH, =O, halo, (C₁-C₆)alkoxy, NH(C₁-C₃)alkyl, N[(C₁-C₃)alkyl]₂, and NC(O)(C₁-C₃)alkyl,
and where R^B, when it is attached to a N atom, is in each instance (C₁-C₄)alkyl, then the 2 (C₁-C₄)alkyl groups, taken together with the N atom to which they are attached, may be joined together to form a saturated ring,
and where R^B and R^B together with the N to which they are attached may form a morpholinyl ring or a piperazinyl ring optionally substituted on the available N atom with (C₁-C₆)alkyl, said alkyl being optionally substituted with OH, =O, NH₂, (C₁-C₆)alkoxy, NH(C₁-C₃)alkyl, or N[(C₁-C₃)alkyl]₂,
and with the proviso that when R^B is attached to S(O) or to S(O)₂, it cannot be H;
R³ is selected from H, OH, CN, (C₁-C₃)alkyl, (C₁-C₃)alkoxy, halo, halo(C₁-C₃)alkyl, and halo(C₁-C₃)alkoxy;
R⁴ is selected from
piperonyl,
Y where

Y is a heterocycle optionally substituted with 1, 2, or 3 substituents each independently selected from
=O, N-oxide, H, CN, NO₂, halo, halo(C₁-C₆)alkyl, OH, halo(C₁-C₆)alkoxy, C(O)OR^B, C(NH)NR^BR^B, NR^BR^B, S(O)₀₋₂R^B, S(O)₂NR^BR^B,
(C₁-C₆)alkoxy, said alkoxy being optionally substituted with 1 or 2 substituents selected from OH, NR^BR^B, and (C₁-C₃)alkoxy, NR^CR^C where
R^C is selected from R^B, C(O)R^B, and S(O)₂R^B,
C(O)R^D where
R^D is selected from R^A, (C₃-C₆)cycloalkyl, Z and N[(C₁-C₃)alkyl]Z where

Z is in each instance a heterocycle
independently optionally substituted with

CN, =O, OH, N-oxide, NO₂, halo, (C₁-C₆)alkoxy, halo(C₁-C₃)alkoxy, halo(C₁-C₃)alkyl, S(O)₂R^B, S(O)₂NR^BR^B, NR^BR^B, C(O)R^A, and (C₁-C₆)alkyl,

said alkyl being optionally substituted with OH, C(O)R^B, (C₁-C₃)alkoxy and NR^BR^B;

NR^BR^E where

R^E is selected from C(O)R^A, C(O)R^B, S(O)₂R^B, S(O)₂NR^BR^B and C(O)[(C₁-C₆)alkyl]Z where Z is optionally substituted as described above,

(C₁-C₆)alkyl, said alkyl being optionally substituted with

CN, OH, =O, halo, (C₁-C₆)alkoxy, C(O)R^A, NR^BR^B, NR^CR^C, NR^BR^E, C(NH)NR^BR^B, S(O)₀₋₂R^B, S(O)₂NR^BR^B, C(O)R^B, C(O)OR^B, Z, C(O)Z, and C(O)N[(C₁-C₃)alkyl]Z, where Z in each instance is independently optionally substituted as described above,

phenyl and naphthyl each optionally substituted with 1, 2, or 3 substituents each independently selected from

OH, CN, NO₂, halo, halo(C₁-C₆)alkyl, halo(C₁-C₆)alkoxy, C(O)OR^B, C(NH)NR^BR^B, NR^BR^B, S(O)₀₋₂R^B, S(O)₂NR^BR^B, Z, C(O)Z where Z is in each instance optionally substituted as described above,

(C₁-C₆)alkoxy, said alkoxy being optionally substituted with 1 or 2 substituents selected from OH, NR^BR^B, and (C₁-C₃)alkoxy,

NR^CR^C where

R^C is selected from R^B, C(O)R^B, and S(O)₂R^B,

C(O)R^D where

R^D is selected from R^A, (C₃-C₆)cycloalkyl, and N[(C₁-C₃)alkyl]Z where Z is optionally substituted as described above,

$\text{NR}^{\text{B}}\text{R}^{\text{E}}$ where

R^{E} is selected from $\text{C}(\text{O})\text{R}^{\text{A}}$, $\text{C}(\text{O})\text{R}^{\text{B}}$, $\text{S}(\text{O})_2\text{R}^{\text{B}}$, $\text{S}(\text{O})_2\text{NR}^{\text{B}}\text{R}^{\text{B}}$ and
 $\text{C}(\text{O})[(\text{C}_1\text{-C}_6)\text{alkyl}]\text{Z}$ where Z is optionally substituted as
described above,

$(\text{C}_1\text{-C}_6)\text{alkyl}$, said alkyl being optionally substituted with

CN, OH, =O, halo, $(\text{C}_1\text{-C}_6)\text{alkoxy}$, $\text{C}(\text{O})\text{R}^{\text{A}}$, $\text{NR}^{\text{B}}\text{R}^{\text{B}}$, $\text{NR}^{\text{B}}\text{R}^{\text{E}}$,
 $\text{C}(\text{NH})\text{NR}^{\text{B}}\text{R}^{\text{B}}$, $\text{S}(\text{O})_{0-2}\text{R}^{\text{B}}$, $\text{S}(\text{O})_2\text{NR}^{\text{B}}\text{R}^{\text{B}}$, $\text{C}(\text{O})\text{R}^{\text{B}}$, $\text{C}(\text{O})\text{OR}^{\text{B}}$, Z, $\text{C}(\text{O})\text{Z}$,
and $\text{C}(\text{O})\text{N}[(\text{C}_1\text{-C}_3)\text{alkyl}]\text{Z}$, where Z in each instance is
independently optionally substituted as described above;

R^5 and R^6 are each independently selected from H, OH, CN, $(\text{C}_1\text{-C}_3)\text{alkyl}$, $(\text{C}_1\text{-C}_3)\text{alkoxy}$,

halo, halo $(\text{C}_1\text{-C}_3)\text{alkyl}$, and halo $(\text{C}_1\text{-C}_3)\text{alkoxy}$;
or a pharmaceutically acceptable salt or ester thereof.

2. (Original) A compound of claim 1 wherein X is O.
3. (Original) A compound of claim 1 wherein X is S.
4. (Original) A compound of claim 2 wherein R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
5. (Original) A compound of claim 2 wherein R^4 is selected from Y and phenyl, each being optionally substituted.
6. (Original) A compound of claim 2 wherein R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.

7. (Original) A compound of claim 5 wherein R^4 is selected from phenyl and Y where Y is selected from a 5 membered heterocyclic ring and pyridine, each cyclic moiety being optionally substituted.
8. (Original) A compound of claim 6 wherein R^2 and R^4 are each independently optionally substituted with 1 or 2 substituents, and R^3 , R^5 and R^6 are each independently selected from H, OH, Cl, F, CN, CH₃, OCH₃, CF₃ and OCF₃.
9. (Original) A compound of claim 8 wherein R^1 is selected from H and (C₁-C₆-)alkyl.
10. (Original) A compound of claim 3 wherein R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
11. (Original) A compound of claim 3 wherein R^4 is selected from Y and phenyl, each being optionally substituted.
12. (Original) A compound of claim 3 wherein R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.
13. (Original) A compound of claim 11 wherein R^4 is selected from phenyl and Y where Y is selected from a 5 membered heterocyclic ring and pyridine, each cyclic moiety being optionally substituted.
14. (Original) A compound of claim 12 wherein R^2 and R^4 are each independently optionally substituted with 1 or 2 substituents, and R^3 , R^5 and R^6 are each independently selected from H, OH, Cl, F, CN, CH₃, OCH₃, CF₃ and OCF₃.
15. (Original) A compound of claim 14 wherein R^1 is selected from H and (C₁-C₆-)alkyl.

16. (Original) A compound selected from

(3-Amino-6-phenyl-benzofuran-2-yl)-(2,4-dichloro-phenyl)-methanone,
(3-Amino-6-pyridin-3-yl-benzofuran-2-yl)-(2,4-dichloro-phenyl)-methanone,
[3-Amino-6-(3-nitro-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,
[3-Amino-6-(3-amino-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,
3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzonitrile,
N-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-phenyl}-
methanesulfonamide,
N-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-phenyl}-acetamide,
[3-Amino-6-(2-methyl-pyridin-3-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-
methanone,
5-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-nicotinamide,
3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzenesulfonamide,
(3-Amino-5-fluoro-6-pyridin-3-yl-benzofuran-2-yl)-(2,4-dichloro-phenyl)-methanone,
{3-Amino-6-[3-((S)-2,3-dihydroxy-propylamino)-phenyl]-benzofuran-2-yl]-(2,4-
dichloro-phenyl)-methanone,
3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-N-methyl-benzamide,
[3-Amino-6-(1-methyl-1H-imidazol-4-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-
methanone,
3-[3-Amino-2-(2-chloro-4-fluoro-benzoyl)-benzofuran-6-yl]-benzamide,
2-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-phenyl}-acetamide,
[3-Amino-6-(2-methyl-thiazol-4-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-
methanone,
N-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzyl}-
Methanesulfonamide,
N-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzyl}-acetamide,
[3-Amino-6-(2-methyl-oxazol-4-yl)-benzofuran-2-yl]-(2-methoxy-phenyl)-
methanone,
[3-Amino-6-(3-fluoro-5-nitro-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-
methanone,

[3-Amino-6-(3-methanesulfonyl-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,
[3-Amino-6-(2-fluoro-pyridin-3-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone, and
[3-Amino-6-(2-methylamino-pyridin-3-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone.

17. (Original) A composition comprising a compound of Formula I.
18. (Original) A composition according to claim 17 where X is O.
19. (Original) A composition according to claim 17 where X is S.
20. (Original) A composition according to claim 18 where R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R⁴ is selected from Y and phenyl, each being optionally substituted.
21. (Original) A composition according to claim 19 where R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R⁴ is selected from Y and phenyl, each being optionally substituted.
22. (Currently Amended) A method of treating ~~or preventing~~ a hyper-proliferative disorder comprising administration to a patient in need thereof of an effective amount of a compound of Formula I.
23. (Original) A method according to claim 22 where X is O.
24. (Original) A method according to claim 22 where X is S.

25. (Original) A method according to claim 23 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.
26. (Original) A method according to claim 24 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.